

# Bylaws

## Associació Catalana de l'OpenStreetMap

### CHAPTER I: Name, Purpose and Address

#### Article 1. Name

Under the name **Associació Catalana de l'OpenStreetMap** (Catalan Association of OpenStreetMap), a non-profit association is established in the city of Barcelona. Its activities are governed by Law 4/2008 of April 24 (Book Three of the Civil Code of Catalonia on legal entities), Organic Law 1/2002 of March 22 (regulating the right of association), and these Bylaws.

#### Article 2. Purpose

The Association aims to promote and defend the use of open data and the Catalan language within the OpenStreetMap project. It is also established to support the Catalan OpenStreetMap community. All forms of collective or individual profit are excluded.

#### Article 3. Address and Scope of Action

The association's address is Canòdrom – Ateneu d'Innovació Digital i Democràtica, Carrer de Concepción Arenal, 165, Barcelona (08027). Its activities are mainly carried out in Catalonia, but may extend to other Catalan-speaking territories and maintain international relationships with similar associations and communities.

#### Article 4. Activities

To fulfill its goals, the Association will carry out or support activities such as:

- A) Providing advice, assistance, collaboration, and support to its members
- B) Taking legal, administrative, or extrajudicial actions to defend its interests and purposes
- C) Collaborating with economic and social agents to promote joint projects
- D) Organizing seminars, talks, conferences, courses, and related events
- E) Applying for public subsidies and support aligned with its mission
- F) Requesting and receiving information from public administrations regarding open data
- G) Representing and defending its interests in public and private media
- H) Any other actions consistent with its mission as decided by the governing bodies

## CHAPTER II: Members

### Article 5. Becoming a Member

All individuals and legal entities that freely and voluntarily wish to become a member and are interested in the Association's goals may join.

For individuals:

1. They must have legal capacity.
2. If under 18, they may participate in the Association's activities but cannot be part of the governing body or vote until reaching legal age.

For legal entities:

1. Admission must be approved by the competent body.
2. They may vote but not be part of the governing body.
3. Their governing rules must allow joining an association.

An application must be submitted in writing to the Board, which will decide in its next meeting and report the decision to the next General Assembly.

### Article 6. Rights

1. Participate in activities organized by the Association.
2. Attend and vote at the General Assembly.
3. Elect and be elected for representative or executive roles (for individuals).
4. Exercise any granted representation.
5. Take part in the governance and management of the Association.
6. Make proposals to improve the Association and achieve its goals.
7. Request and receive explanations from the Board.
8. Be heard before disciplinary actions are taken.
9. Receive information on Association activities.

### Article 7. Duties

1. Commit to the Association's objectives and actively work toward them.
2. Pay dues and other economic contributions set by the General Assembly.
3. Fulfill statutory obligations.
4. Comply with valid decisions made by governing bodies.
5. Submit disputes regarding the Association to mediation.

### Article 8. Resignation

1. Voluntary decision communicated in writing to the Board.
2. Failure to pay dues.
3. Expulsion due to statutory breaches or as a disciplinary measure.
4. Resignation does not exempt members from pending obligations.

## CHAPTER III: The General Assembly

### Article 9. The General Assembly

1. The General Assembly is the supreme body of the Association; all members are part of it by right.

2. Decisions are made by majority vote of the duly convened Assembly.
3. All members are bound by the decisions of the Assembly, including those absent, dissenting, or abstaining.

## Article 10. Powers of the Assembly

- A) Approve, if applicable, the management of the governing body, budget, and annual accounts.
- B) Elect and remove members of the governing body and oversee its actions.
- C) Amend the Bylaws.
- D) Decide on the form and amount of contributions and payments by members.
- E) Decide on transformation, merger, division, or dissolution of the Association.
- F) Join or leave federations.
- G) Request public utility status.
- H) Approve and amend internal regulations.
- I) Review membership applications and non-disciplinary departures.
- J) Ratify, if applicable, disciplinary expulsions and severe sanctions imposed by the Board.
- K) Decide on matters not assigned to another body.

## Article 11. Assembly Meetings

1. The Assembly meets at least once annually within six months of the fiscal year's end.
2. The Board may call an extraordinary meeting or must do so if 10% of members request it. In that case, the meeting must occur within 30 calendar days of the request.
3. Meetings may be held in person and/or online to encourage active participation.

## Article 12. Assembly Notice

1. The governing body must send a notice including the agenda, date, time, and place of the meeting.
2. Notices must be sent at least 15 days in advance to members' registered addresses or emails.
3. Meetings can be held by videoconference or other means, ensuring participant identification, communication continuity, ability to deliberate and vote.
4. The Assembly is chaired by the President or, if absent, the Vice President or the oldest Board member.
5. The Secretary drafts the meeting minutes, signed with the President, summarizing discussions, votes, and attendance.
6. Minutes of the previous meeting are read and approved at the start of each session. Documents must be available 5 days prior at the Association's office.

## Article 13. Assembly Constitution

1. The Assembly is validly constituted regardless of the number of members present or represented.
2. 10% of members may request inclusion of items in the agenda before one-third of the time between the notice and meeting date has passed.
3. The Assembly may only make decisions on items listed in the agenda unless

convened universally or voting to convene a new meeting.

## Article 14. Assembly Voting

1. Each member has one vote.
2. Decisions are made by simple majority of those present or represented.
3. Decisions may exceptionally be made without a meeting, initiated by the President, two-thirds of the Board, or 20% of members, via postal or electronic vote, ensuring rights to information, vote receipt, and authenticity.
4. Amendments to bylaws, dissolution, mergers, and asset disposal require a qualified majority (more than half of votes cast).
5. Board elections, when multiple slates are proposed, are by simple majority of votes cast.
6. Formally submitted slates may request a copy of the members' list and their contact details if authorized.

## CHAPTER IV: The Board of Directors

### Article 15. The Board of Directors

1. The Board of Directors governs, manages, and represents the association. It is composed of the president, vice president, secretary, treasurer, and board members, each held by a different person.
2. The members of the Board must be legal adults and members of the association. They are elected by the General Assembly and assume office once they have accepted the position.
3. The appointment and removal of board members must be communicated to the Registry of Associations via a certificate issued by the outgoing secretary and approved by the outgoing president, which must also include the acceptance of the new president and secretary.
4. Members of the Board carry out their duties without compensation.

### Article 16. Term of Office

1. Members of the Board serve for a term of two years and may be re-elected.
2. Their position may end before the term expires for any of the following reasons:
  - A) Death or legal declaration of absence (in the case of individuals).
  - B) Incapacity or disqualification.
  - C) Resignation submitted to the governing body.
  - D) Removal by decision of the General Assembly.
  - E) Any other cause established by law or the bylaws.
  - F) Unjustified absence from three consecutive board meetings.
3. Vacant positions on the Board must be filled at the next General Assembly meeting.

Meanwhile, a member of the association may temporarily fill the vacant position.

## Article 17. Powers of the Board

The Board of Directors has the following powers:

- A) Represent, direct, and manage the association in the broadest manner recognized by law, and carry out the decisions of the General Assembly in accordance with the rules and directives established by it.
- B) Make the necessary decisions regarding appearances before public and judicial bodies and take any kind of legal action or file the appropriate appeals.
- C) Propose to the General Assembly the defense of the association's interests.
- D) Convene the General Assemblies and ensure the execution of their decisions.
- E) Present the financial statement and report for each fiscal year to the General Assembly for approval and prepare the budget for the following year.
- F) Hire any employees the association may need.
- G) Oversee the accounting and ensure proper functioning of services.
- H) Establish working groups to efficiently and effectively fulfill the association's goals, and authorize the activities these groups intend to carry out.
- I) Appoint board members to oversee each working group, as proposed by the groups themselves.
- J) Carry out necessary procedures with public bodies, organizations, and individuals to obtain:
  - Grants or other support
  - Use of spaces or buildings that can become places for community gathering, communication, and civic recovery
- K) Open bank accounts and savings books in any credit or savings institution and manage the association's funds as specified in Article 28.
- L) Provisionally resolve any case not covered by the bylaws and report it at the next General Assembly meeting.
- M) Any other power not specifically assigned to another governing body or expressly delegated to it.

## Article 18. Board Meetings

1. The Board of Directors, previously convened by the president or their substitute, shall meet in ordinary session as often as its members decide, at least once a year.
2. It must meet in extraordinary session when convened by the president or when requested by one-third of its members.
3. Meetings may be held via videoconference or other communication methods, provided that identification, continuity of communication, participation in deliberation, and voting are guaranteed. In such cases, the meeting is considered to be held at the

location of the person chairing it.

## Article 19. Setting-up of the board meeting

1. The Board is validly constituted if properly convened and if a quorum of more than half its members is present.
2. Decisions are made by simple majority of those present.
3. In exceptional cases, decisions may be made without a meeting—at the request of the president or two-thirds of board members—through postal or electronic voting, provided that information and voting rights are guaranteed, vote receipt is confirmed, and authenticity is ensured. The decision is considered adopted at the association's registered address and on the date of receipt of the last valid vote.

## Article 20. Board Agreements

- Decisions of the Board must be recorded in a minutes book (physical or digital) and signed by the secretary and the president. At the start of each meeting, the minutes from the previous session must be read and approved or corrected, as necessary.

# CHAPTER V: Presidency and Vice Presidency

## Article 21. Functions of the President

1. The President has the following functions:
  - a) Legally represent the Association, delegated by the General Assembly and the Board of Directors.
  - b) Chair and lead debates in both the General Assembly and the Board of Directors.
  - c) Cast a deciding vote in the event of a tie.
  - d) Convene meetings of the General Assembly and the Board of Directors.
  - e) Approve minutes and certificates issued by the Secretary.
  - f) Represent the Association before all public or private bodies and entities of any nature. The President may delegate this representation for specific matters to a Board member.
  - g) Grant power of attorney to lawyers and court representatives with general and/or specific authority for legal proceedings, in accordance with the Board.
  - h) Act as a representative before consumer agencies by submitting requests or complaints.
  - i) All other responsibilities inherent to the role or delegated by the General Assembly or the Board.
2. In case of absence or illness, the President is substituted by a designated person or, failing that, by the oldest Board member.

# CHAPTER VI: Treasury and Secretariat

## Article 22. Treasury

The Treasurer is responsible for safeguarding and managing the Association's resources, preparing the budget, financial statements, and account reports. They keep a cash book, sign receipts and treasury documents, pay approved invoices (previously authorized by the

President), and deposit remaining funds in designated bank accounts.

### Article 23. Secretary

The Secretary is responsible for keeping the Association's documentation, drafting and signing minutes of General Assembly and Board meetings, issuing necessary certificates, and maintaining the membership registry.

## CHAPTER VII: Commissions or Working Groups

### Article 24. Creation

Any group or commission must be proposed by members wishing to form it. They must notify the Board and detail the intended activities.

### Article 25. Territorial Working Groups

The formation of territorial working groups is foreseen to provide support tailored to the diverse legal and material conditions across regions.

## CHAPTER VIII: Financial System

### Article 26. Financial Resources

The Association's financial resources include:

- A) Membership dues set by the General Assembly
- B) Public or private grants
- C) Donations, inheritances, or legacies
- D) Income from its own assets or other legitimate sources

### Article 27. Membership Fees

The Assembly may establish entrance fees, regular dues, or special contributions from members to support the Association.

### Article 28. Fiscal Year

The fiscal year coincides with the calendar year and ends on December 31.

### Article 29. Bank Accounts

Bank accounts or savings books must include the signatures of the President, Treasurer, and Secretary. At least two signatures are required to withdraw funds, one of which must be the Treasurer's or the President's.

## CHAPTER IX: Disciplinary Rules

### Article 30. Infractions and Sanctions

The governing body may sanction members who commit infractions.

1. Infractions are classified as minor, serious, or very serious, with corresponding

sanctions ranging from a warning to expulsion, as per internal regulations.

2. Disciplinary proceedings may start ex officio or from a complaint.
3. Within 10 days, the Board appoints an investigator to handle the case and propose a resolution within 15 days, after hearing from the accused.
4. Final decisions, requiring a two-thirds Board majority, must be issued within 15 days.
5. For very serious infractions, members may request the General Assembly to ratify or overturn the decision. If not ratified, the sanction is nullified.

## CHAPTER X: Dissolution

### Article 31. Dissolution

The Association may be dissolved by an extraordinary meeting of the General Assembly convened for that purpose.

### Article 32. Liquidation

1. Once dissolved, the Assembly must determine how to dispose of the Association's assets and settle any remaining obligations.
2. The Assembly may appoint a liquidation committee.
3. Members are not personally liable beyond any obligations they voluntarily assumed.
4. Any remaining assets must be transferred to a non-profit public or private entity, within the Association's geographic area, that has demonstrated strong alignment with its founding goals.
5. If not delegated, the Board is responsible for executing the liquidation and dissolution.

These bylaws were approved by the General Assembly in Barcelona on March 11, 2025, and Article 3 was amended on May 21, 2025, in accordance with Article 311-1.1.a of the Civil Code of Catalonia.